

CUSHING, MORRIS & ARMBRUSTER, LLP

ATTORNEYS AT LAW

SUITE 2110

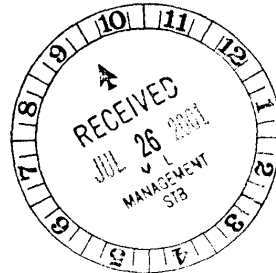
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July 20, 2001



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Secretary
Surface Transportation Board
1925 K Street, N.W., Suite 700
Washington, D.C. 20423-0001
Attention: Recordation Unit

Re: Progress Rail Canada / Canadian National 100 73' Centerbeam Cars

Dear Secretary:

On behalf of Progress Rail Services Corporation d/b/a Progress Rail Canada, I am submitting for recording an original and three counterparts of a secondary document, not previously recorded, entitled "Partial Termination of Lease Schedule No. 2" dated as of June 28, 1999. Also enclosed is a check for \$28 payable to "Surface Transportation Board" and two copies of this letter of transmittal.

The names and addresses of the parties to the document are as follows:

Progress Rail Services Corporation d/b/a Progress Rail Canada (Lessor)
100 Sherbrooke Street West, 24th Floor
Montreal, Quebec
Canada H3H 2R9
Attention: Chief Financial Officer

Canadian National Railway Company (Lessee)
935 de La Gauchetiere Street West
Montreal, Quebec, Canada H3B 2M9
Attention: Senior Manager – Asset Finance

The equipment covered by the document is 100 73 ft. centerbeam cars with 286,000 lbs. gross rail load bearing the reporting marks and numbers CN 624200 – 624299 inclusive.

The document should be recorded under the next available letter under Recordation No. 22248.

RECORDATION NO. 22248-E FILED

S:\Does\0689\001\5stb-ltr-cn-100cars.doc

JUL 31 '01 11:00 AM
TS
SURFACE TRANSPORTATION BOARD

CUSHING, MORRIS & ARMBRUSTER, LLP

Secretary, Surface Transportation Board

July 20, 2001

Page 2

A short summary of the document to appear in the index is as follows: "Partial termination of 22248-B."

Once the document has been recorded, please return to me (at the address on the letterhead above) the stamped original and any extra counterparts not needed by the STB, together with the fee receipt, the letter from the STB acknowledging the filing, and the two copies of this letter of transmittal.

Very truly yours,



William M. Ellard

WME/ksm

Enclosures

MEMORANDUM OF PARTIAL TERMINATION OF LEASE SCHEDULE NO. 2

1. The Master Lease Agreement dated as of June 1, 1998, and related Schedule No. 2 dated as of June 28, 1999 (the "Lease Agreement"), between Progress Rail Services Corporation d/b/a Progress Rail Canada, as lessor ("Lessor"), and Canadian National Railway Company, as lessee ("Lessee"), is terminated effective as of the close of business on December 31, 1999 as to the following cars (and only the following cars): one hundred (100) 73' centerbeam cars with 286,000 lbs. gross rail load, bearing the reporting marks and numbers CN 624200 - 624299 inclusive (the "Cars"). The above-referenced lease of the Cars is referred to hereinafter as the "Lease." A Memorandum with respect to the Lease and Cars has been recorded with the Surface Transportation Board on 7/13/99 at 9:45 AM under Recordation No. 22248-B and has been deposited with the Registrar General of Canada on 8/4/99 at 4:02 PM.

2. The addresses of the parties are as follows:

Progress Rail Services Corporation d/b/a Progress Rail Canada
1000 Sherbrooke Street West, 24th Floor
Montreal, Quebec
Canada H3H 2R9
Attention: Chief Financial Officer

Canadian National Railway Company
935 de La Gauchetiere Street West
Montreal, Quebec, Canada H3B 2M9
Attention: Senior Manager – Asset Finance

3. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of December 31, 1999.

[Execution on next page; remainder of this page intentionally left blank]

RECORDATION NO. 22248-E FILED

JUL 31 '01 11:00 AM

SURFACE TRANSPORTATION BOARD

PROGRESS RAIL SERVICES CORPORATION
d/b/a Progress Rail Canada

By: *Michael V. Bombino*
Name: Michael V. Bombino
Title: Senior Vice President & Chief Financial Officer

STATE OF ALABAMA
COUNTY OF MARSHALL

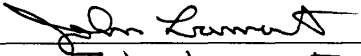
On December 17, 1999, before me personally appeared Michael V. Bombino, to me personally known, who being by me duly sworn says that he is Senior Vice President & Chief Financial Officer of Progress Rail Services Corporation d/b/a Progress Rail Canada., and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Diane W. Eakin
Notary Public/Commissioner for Oaths
My commission expires: June 30, 2001




[Execution continued on next page; remainder of this page intentionally left blank]

CANADIAN NATIONAL RAILWAY COMPANY

By: 
Name: John Lamont
Title: Sr. Manager, Asset Finance

Province of Quebec, District of Montreal

On JUNE 18, 2001, before me personally appeared JOHN LAMONT, to me personally known, who being by me duly sworn says that he is SR. MGR. ASSET FINANCE of Canadian National Railway Company, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Commissioner for Oaths
My commission expires: Attorney
[SEAL] 190021-8